

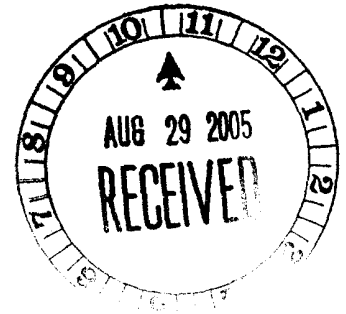


CORPORATION SERVICE COMPANY

RECORDATION NO. 21833-S FILED

AUG 29 '05

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August 26, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
(202) 565-9004 - Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

**SURFACE TRANSPORTATION BOARD**

RE: 146747-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 18, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **UNION PACIFIC RAILROAD COMPANY**  
1400 Douglas Street Stop 0780 Omaha, NE 68179

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **UNION PACIFIC RAILROAD COMPANY** covering 175 flat cars with reporting marks and numbers – CEFX 76648 – CEFX 76677 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 21833 dated 12/01/1998 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 18<sup>th</sup> day of July, 2005, is made by THE CIT GROUP/ EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, with an address at 1400 Douglas Street, STOP 0780, Omaha, Nebraska 68179-0780 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 11, 1998, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on December 7, 1998 and given Recordation Number 21833.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

UNION PACIFIC RAILROAD COMPANY

By: Karen A. Watson  
Name: Karen A. Watson  
Title: General Director-  
Mechanical Purchasing

# SCHEDULE A

## Number of Cars

175

## Equipment Description

73' centerbeam lumber flat car

1	UP	274400	46	UP	274445
2	UP	274401	47	UP	274446
3	UP	274402	48	UP	274447
4	UP	274403	49	UP	274448
5	UP	274404	50	UP	274449
6	UP	274405	51	UP	274450
7	UP	274406	52	UP	274451
8	UP	274407	53	UP	274452
9	UP	274408	54	UP	274453
10	UP	274409	55	UP	274454
11	UP	274410	56	UP	274455
12	UP	274411	57	UP	274456
13	UP	274412	58	UP	274457
14	UP	274413	59	UP	274458
15	UP	274414	60	UP	274459
16	UP	274415	61	UP	274460
17	UP	274416	62	UP	274461
18	UP	274417	63	UP	274462
19	UP	274418	64	UP	274463
20	UP	274419	65	UP	274464
21	UP	274420	66	UP	274465
22	UP	274421	67	UP	274466
23	UP	274422	68	UP	274467
24	UP	274423	69	UP	274468
25	UP	274424	70	UP	274469
26	UP	274425	71	UP	274470
27	UP	274426	72	UP	274471
28	UP	274427	73	UP	274472
29	UP	274428	74	UP	274473
30	UP	274429	75	UP	274474
31	UP	274430	76	UP	274475
32	UP	274431	77	UP	274476
33	UP	274432	78	UP	274477
34	UP	274433	79	UP	274478
35	UP	274434	80	UP	274479
36	UP	274435	81	UP	274480
37	UP	274436	82	UP	274481
38	UP	274437	83	UP	274482
39	UP	274438	84	UP	274483
40	UP	274439	85	UP	274484
41	UP	274440	86	UP	274485
42	UP	274441	87	UP	274486
43	UP	274442	88	UP	274487
44	UP	274443	89	UP	274488
45	UP	274444	90	UP	274489

# SCHEDULE A

**Number of Cars**  
175

**Equipment Description**  
73' centerbeam lumber flat car

91	UP	274490	134	UP	274533
92	UP	274491	135	UP	274534
93	UP	274492	136	UP	274535
94	UP	274493	137	UP	274536
95	UP	274494	138	UP	274537
96	UP	274495	139	UP	274538
97	UP	274496	140	UP	274539
98	UP	274497	141	UP	274540
99	UP	274498	142	UP	274541
100	UP	274499	143	UP	274542
101	UP	274500	144	UP	274543
102	UP	274501	145	UP	274544
103	UP	274502	146	UP	274545
104	UP	274503	147	UP	274546
105	UP	274504	148	UP	274547
106	UP	274505	149	UP	274548
107	UP	274506	150	UP	274549
108	UP	274507	151	UP	274550
109	UP	274508	152	UP	274551
110	UP	274509	153	UP	274552
111	UP	274510	154	UP	274553
112	UP	274511	155	UP	274554
113	UP	274512	156	UP	274555
114	UP	274513	157	UP	274556
115	UP	274514	158	UP	274557
116	UP	274515	159	UP	274558
117	UP	274516	160	UP	274559
118	UP	274517	161	UP	274560
119	UP	274518	162	UP	274561
120	UP	274519	163	UP	274562
121	UP	274520	164	UP	274563
122	UP	274521	165	UP	274564
123	UP	274522	166	UP	274565
124	UP	274523	167	UP	274566
125	UP	274524	168	UP	274567
126	UP	274525	169	UP	274568
127	UP	274526	170	UP	274569
128	UP	274527	171	UP	274570
129	UP	274528	172	UP	274571
130	UP	274529	173	UP	274572
131	UP	274530	174	UP	274573
132	UP	274531	175	UP	274574
133	UP	274532			